

Exhibit F

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
MARSHALL DIVISION**

iFLY HOLDINGS LLC,

Plaintiff,

v.

INDOOR SKYDIVING GERMANY GMBH,

Defendant.

CIVIL ACTION NO. 2:14-CV-01080-JRG-RSP

AFFIDAVIT OF RICK CHANG
IN SUPPORT OF INDOOR SKYDIVING GERMANY GMBH'S
MOTION TO DISMISS AND/OR TRANSFER

I, Rick Chang, declare as follows:

1. I am a counsel of record for behalf of Indoor Skydiving Germany GmbH ("ISG") in the above-referenced matter. I submit this affidavit in support of ISG's motion to dismiss for lack of personal jurisdiction and/or motion to transfer venue. Unless otherwise indicated, I have personal knowledge of the facts set forth in this affidavit and, if called as a witness, could and would competently testify to them.

2. Patricia Peden (a counsel of record for ISG) and I participated in a meet and confer on March 18, 2015 with Stephen Hash and Shannon Kidd, counsel of record for iFLY Holdings LLC.

3. In the meet and confer, iFLY counsel could not identify any party or non-party located in East Texas. In response to our request that iFLY provide a substantive meet and confer as required by the Local Rules and identify witnesses located in the Eastern District of Texas, iFLY's counsel identified Max Reising, who is located in the Northern District of Texas.

iFLY's counsel also identified 6-10 (unnamed) witnesses located at its headquarters in Austin, Texas. These witnesses are party witnesses and are located in the Southern District of Texas. When, asked whether iFLY could identify any documents located in East Texas, iFLY's counsel said that, as of the time of the meet and confer, it could not.

4. I conducted a flight search on Google for flights from Ontario, California (closest airport to Lake Elsinore, California) to Phoenix, Arizona compared to Ontario to Tyler, Texas. My search showed that there are more than ten daily non-stop flight options from Ontario to Phoenix. Flights from Ontario to Tyler required at least one stop, and the time and cost to travel to Tyler was longer (5 hours vs. 1 hour) and higher (\$477 vs. \$186) than traveling from Ontario to Phoenix.¹

5. I conducted a flight search on Google for flights from Austin to Phoenix compared to Austin to Tyler, Texas. My search showed that there are nine daily non-stop flight options from Austin to Phoenix. Flights from Austin to Tyler required at least one stop. There was not a significant difference in time and cost (~2.5 hours / \$270 for both).²

6. My flight search on Google showed that there are direct flights from Germany to either Phoenix or Dallas, and that the flying time to either location from Germany is about the same. There was not a significant difference in cost for flights from Germany to Dallas or Phoenix. Traveling to Marshall, however, will require additional travel from Dallas to Marshall, which would make Marshall more inconvenient and more expensive for ISG.

¹ Searches were for flights departing April 14, 2015 and returning April 17, 2015.

² Searches were for flights departing April 14, 2015 and returning April 17, 2015.

I do solemnly declare and affirm that under the penalties of perjury of the laws of the United States of America that the contents of this affidavit are true to the best of my knowledge, information, and belief. Executed this 27th day of March, 2015.

/s/ Rick Chang

Rick Chang